

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, California 94105
(415) 541-0500

RECORDATION NO.

24943

FILED

Salt Lake City

50 South Main Street

Salt Lake City, Utah 84144
(801) 533-0066

May 6, 2004 MAY 07 '04

1-35 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2004-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Equipment Lease Agreement (BNSF 2004-B), dated as of May 3, 2004, between First Union Commercial Corporation, as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	First Union Commercial Corporation One Wachovia Center Mail Code NC 0738 Charlotte, North Carolina 28288-0738 Attention: Leveraged Leasing Portfolio Management

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 55 AC4400 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5663 through BNSF 5717, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

1679936.01.08
1591197

Law Offices of
CHAPMAN AND CUTLER LLP

Memorandum of Equipment Lease Agreement (BNSF 2004-B) between First Union Commercial Corporation, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:pka
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric AC4400 CW Diesel Electric Locomotives	55	BNSF 5663 through BNSF 5717, inclusive

RECORDATION NO. 24943 FILE

MAY 07 '04

1-35 PM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 2004-B)

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Lease Agreement, made and entered into as of May 7, 2004, by and between First Union Commercial Corporation, a North Carolina corporation, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-B), dated as of May 3, 2004 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST UNION COMMERCIAL CORPORATION

By Mark O. Trollinger

Name: MARK O. TROLLINGER
Title: SENIOR VICE PRESIDENT

Executed on this 4th day of May, 2004.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By _____

Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of May, 2004.

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(BNSF 2004-B)**

Memorandum of Equipment Lease Agreement, made and entered into as of May 2, 2004, by and between First Union Commercial Corporation, a North Carolina corporation, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-B), dated as of May 3, 2004 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST UNION COMMERCIAL CORPORATION

By _____
Name:
Title:

Executed on this ____ day of May, 2004.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

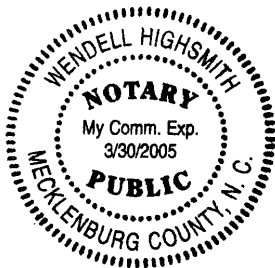
By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 2nd day of May, 2004.

STATE OF North Carolina)
) SS.:
COUNTY OF Mecklenburg)

On this, the 4th day of May, 2004, before me, a Notary Public in and for said County and State, personally appeared Mark O. Trollinger, who being by me duly sworn, says that (s)he is the SVP of FIRST UNION COMMERCIAL CORPORATION, that said instrument was signed on May 4, 2004 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Wendell Highsmith
Name: Wendell Highsmith
Notary Public
My Commission Expires: March 30, 2005
Residing in Mecklenburg County, North Carolina

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this ____ day of May, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on May ____, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public –
My Commission Expires:
Residing in

(SEAL)

STATE OF _____)
) SS:
COUNTY OF _____)

On this, the _____ day of May, 2004, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of FIRST UNION COMMERCIAL CORPORATION, that said instrument was signed on May ___, 2004 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

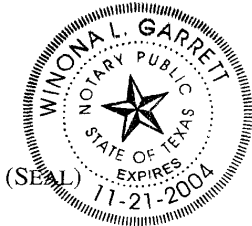
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 4th day of May, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on May 4, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Winona L. Garrett
Name:
Notary Public –
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric AC4400 CW Diesel Electric Locomotives	55	BNSF 5663 through BNSF 5717, inclusive